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ROYAL CATERING GROUP HOLDINGS COMPANY LIMITED

皇璽餐飲集團控股有限公司

(incorporated in Cayman Islands with limited liability)

(Stock Code: 8300)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 20 SEPTEMBER 2019

The board (the “**Board**”) of directors (the “**Directors**”) of Royal Catering Group Holdings Company Limited (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Friday, 20 September 2019, all proposed resolutions (the “**Resolutions**”) set out in the notice of AGM dated 21 August 2019 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Capitalised terms used herein shall have the same meanings as defined in the Company’s circular dated 21 August 2019 (the “**Circular**”).

The Company had appointed Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, as scrutineer for the vote-taking at the AGM.

The poll results in respect of all the Resolutions at the AGM are set out as follows:

| Ordinary Resolutions | | Number of votes casted (%) | |
|-----------------------------|---|-----------------------------------|------------------|
| | | For | Against |
| 1. | To receive and approve the financial statements and the reports of the Directors and the independent auditors for the year ended 31 March 2019. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| 2. | (A) To re-elect Mr. Ma Yiu Ho Peter as an independent non-executive Director; | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| | (B) To re-elect Mr. Cai Chun Fai as an independent non-executive Director; | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| | (C) To authorise the Board to fix the remuneration of the Directors. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| 3. | To re-appoint HLB Hodgson Impey Cheng Limited as independent auditors of the Company and to authorise the Board to fix their remuneration. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |

| Ordinary Resolutions | | Number of votes casted (%) | |
|----------------------|---|----------------------------|------------------|
| | | For | Against |
| 4. | (A) To grant to the Directors a general mandate to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| | (B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase issued shares of the Company not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of date of passing of this Resolution. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |
| | (C) To extend, conditional upon the above Resolution nos. 4(A) and 4(B) being duly passed, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company by the addition to it of an amount representing the aggregate nominal value of the shares of the Company repurchased by the Company. | 1,500,128,520 (99.99)% | 5,000 (0.01)% |

The description of the Resolutions above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of the above Resolutions, all of them were duly passed as ordinary resolutions by the Shareholders.

GENERAL

As at the date of the AGM, there was a total of 2,643,360,000 issued shares of the Company entitling the holders to attend and vote for or against all the Resolutions at the AGM. There was no share entitling its holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), and there was no share requiring the holders to abstain from voting on the Resolutions at the AGM. No Shareholder was required to abstain from voting at the AGM under the GEM Listing Rules. There was no restriction on any Shareholder to cast vote on any of the Resolutions at the AGM.

By order of the Board
Royal Catering Group Holdings Company Limited
Wong Man Wai
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 20 September 2019

As at the date of this announcement, the executive Directors are Mr. Wong Man Wai, Mr. Chan Chak To Raymond and Ms. Lam Wai Kwan; and the independent non-executive Directors are Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at www.hkrcg.com.